

**BEFORE THE INSURANCE COMMISSIONER
FOR THE STATE OF ARKANSAS**

**IN THE MATTER OF THE APPLICATION FOR
APPROVAL OF THE ACQUISITION OF CONTROL
OF EMPOWER HEALTHCARE SOLUTIONS, LLC**

AID NO. 2021- 56

ORDER

A hearing was held at 10:00 a.m. on November 23, 2021, at the Arkansas Insurance Department and virtually in accordance with the provisions of Ark. Code Ann. §§ 23-63-510 and other pertinent provisions of the Arkansas Insurance Code, pursuant to a Statement Regarding the Acquisition of Control of Empower Healthcare Solutions, LLC (“Empower”) by the Applicants, TSCFO EP, LLC, Michael Conner Searcy, and Tanner Cope (the “Statement”). The hearing was held before Russ Galbraith, Chief Deputy Insurance Commissioner (the “Hearing Officer”), pursuant to his appointment by Commissioner Alan McClain in accordance with Ark. Code Ann. § 23-61-103. The Arkansas Insurance Department (the “Department”) was represented by Amanda Capps Rose, Associate Counsel, Mel Anderson, Deputy Commissioner for Financial Regulation, and Leo Liu, Chief Analyst.

The Applicants were represented by their attorney, Zachary R. Dyer, of Polsinelli. Empower was represented by its attorney, Tim Ezell, of Friday, Eldredge, & Clark, LLP.

FINDINGS OF FACT

From the Statement, related filings, testimony of the witnesses and other evidence introduced at the hearing, including exhibits filed in connection with the Statement, reports and statements on file with the Department, representations of counsel and other matters and things considered, the Hearing Officer finds as follows:

1. The Statement and related filings were filed herein on August 27, 2021 and supplemented thereafter. The parties agree that the Commissioner has jurisdiction of the parties

and the subject matter under the provisions of Ark. Code Ann. §§ 23-63-510 and other pertinent provisions of the Arkansas Insurance Code. The Notice of Hearing was given within the time and in the manner required by law and the parties consented to the holding of this hearing at this time and on this date.

2. The Applicants are TSCFI EP LLC, a Delaware limited liability company and an affiliate of Trive Capital (“Buyer”), Conner Searcy, a managing partner of Buyer, and Tanner Cope, a Vice President of Buyer.

3. To effectuate the proposed transaction, a Purchase Agreement will be executed giving Buyer a 16.67% interest in Empower.

4. The testimony of the witnesses, Marty Catron, the Chief Financial Officer of Empower, and Tanner Cope, the Vice President of Trive Capital Management, LLC, established the following:

- a) The proposed transaction will not prevent Empower from being able to satisfy the requirements for the issuance of a license to write the lines of insurance for which it is presently licensed;
- b) The proposed transaction will not substantially lessen competition in insurance in Arkansas or tend to create a monopoly therein;
- c) The proposed transaction will not jeopardize the financial stability of Empower or prejudice the interest of its policyholders or the interest of any remaining security holders who are unaffiliated with the Applicants;
- d) The proposed transaction is not unfair or unreasonable to the security holders of Empower;
- e) The Applicant does not have any plans or proposals to liquidate Empower, sells its assets, or consolidate or merge it with any person, or to make any

other material change in its business or corporate structure or management that would be unfair or unreasonable to policyholders of Empower and not in the public interest; or

- f) The competence, experience, and integrity of those persons who would control the operation of the insurer are such that they are in the interest of the policyholders of Empower and of the public.

CONCLUSIONS OF LAW

1. All filings, hearings and other procedures required by law or otherwise deemed appropriate by the Hearing Officer have been duly completed by the Applicants and the Department.

2. None of the conditions specified in Ark. Code Ann. § 23-63-510 as preclusions for the approval of the proposed acquisition exist.

RECOMMENDATIONS OF THE HEARING OFFICER

WHEREFORE, based upon the foregoing Findings of Fact, Conclusions of Law, and other matters before him, the Hearing Officer recommends that the proposed acquisition of control of Empower by the Applicant should be approved as provided in the Statement and related filings, and as described in this Order.

A handwritten signature in black ink, appearing to read "R. Galbraith", written over a horizontal line.

RUSS GALBRAITH,
CHIEF DEPUTY COMMISSIONER
and HEARING OFFICER

CERTIFICATION

I, Alan McClain, Insurance Commissioner for the State of Arkansas, do hereby certify that the above Findings of Fact, Conclusions of Law, and Recommendations of the Hearing Officer were made by and under my authority and supervision by Russ Galbraith, Hearing Officer in this proceeding. I hereby adopt the Hearing Officer's Findings of Fact, Conclusions of Law, and Recommendations in full and enter this Order.

THEREFORE, it is hereby ORDERED, based upon the above and foregoing Findings of Facts, Conclusions of Law and other matters, the Insurance Commissioner does hereby approve the proposed acquisition of control of Empower Healthcare Solutions, LLC pursuant to and subject to the terms and conditions of the Statement and related filings and submissions, the Findings of Facts and Conclusions of Law.

IT IS SO ORDERED THIS 23rd DAY OF NOVEMBER, 2021.



ALAN MCCLAIN
INSURANCE COMMISSIONER
STATE OF ARKANSAS